

JUDGE COTE

11 CV 2759

UNITED STATES DISTRICT COURT
FOR THE SOUTHERN DISTRICT OF NEW YORK

First American Title Insurance Company,) *x* No.

Plaintiff,)

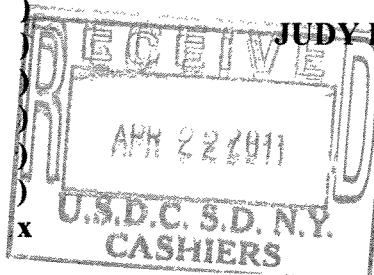
-against-

Steven Napolitano,

Defendant.

ECF Case
COMPLAINT

JUDY DEMAND



Plaintiff First American Title Insurance Company ("FATICO" or "Plaintiff"), by its undersigned counsel at Jones Day, alleges for this Complaint against Steven Napolitano ("Defendant" or "Napolitano") as follows:

NATURE OF ACTION

1. This is a breach of fiduciary duty action to recover substantial damages incurred by Plaintiff in connection with Napolitano's breaches of fiduciary duties owed to FATICO.

THE PARTIES

2. First American Title Insurance Company is a corporation organized under the laws of the State of California with its headquarters located in Santa Ana, California.

3. Upon information and belief, defendant Steven Napolitano, an individual, resides at 1 Berkshire Road, Rockville Center, New York 11570.

JURISDICTION AND VENUE

4. This Court has subject-matter jurisdiction over this action pursuant to 28 U.S.C. §1332, because the controversy is between citizens of different states and the amount in controversy exceeds \$75,000, exclusive of interest and costs.

5. Venue is proper in this district pursuant to 28 U.S.C. § 1391(a) because Defendant transacted business in this district at Plaintiff's office in this district and is subject to personal

jurisdiction in this district and a substantial part of the events and omissions giving rise to this claim occurred in this district.

FACTS

6. In or about 1992, Napolitano began working as a salesperson at First American Title Insurance Company of New York (“FATICONY”), an entity that has since been merged into FATICO. In 1998, Napolitano was promoted to an Executive Vice President position at FATICONY.

7. On or about June 30, 2008, Defendant became President of FATICONY.

8. During a portion of 2008, Napolitano was a member of the Board of FATICO.

9. On or about September 22, 2010, FATICONY was merged into FATICO, such that FATICO became the surviving legal entity. From around the time of the merger through February 15, 2011, Napolitano was an Executive Vice President of FATICO and its Division President for the New York office of FATICO.

10. At all times relevant to this action, Defendant was an officer or director of FATICO, inclusive of the predecessor entities that have been merged into FATICO.

11. Given his officer and director roles at FATICO, Napolitano owed fiduciary duties to FATICO.

12. During his tenure as an officer and/or director of FATICO, among other things, Defendant did not act in the best interest of FATICO.

13. During his tenure as an officer and/or director of FATICO, among other things, Defendant put his own interests ahead of FATICO and engaged in conduct detrimental to the interests of FATICO.

14. During his tenure as an officer and/or director of FATICO, Defendant breached his fiduciary duties owed to FATICO.

15. Defendant's breaches of his fiduciary duties caused FATICO to sustain substantial financial, reputational and other damages.

16. FATICO has been harmed by Defendant's breaches of his fiduciary duties in an amount that exceeds the jurisdictional threshold and to be specifically proven at trial, plus punitive damages.

DEMAND FOR RELIEF

WHEREFORE, Plaintiff demands judgment against Defendant as follows:

17. Awarding compensatory and punitive damages against Defendant for his breaches of fiduciary duties;

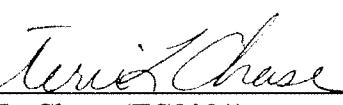
18. Attorneys' fees and costs; and

19. Such other and further relief as the Court deems just and proper.

Dated: April 22, 2011
New York, New York

JONES DAY

By:


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